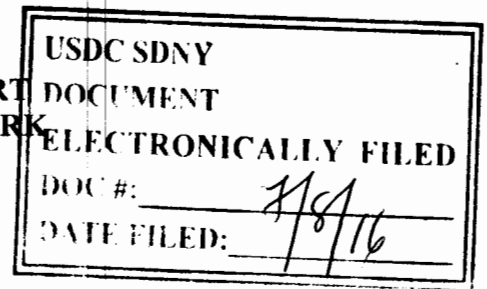


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK



IN RE MUNICIPAL DERIVATIVES
ANTITRUST LITIGATION

MDL No. 1950

This Document Relates to:
ALL ACTIONS

Master Docket No. 08-02516 (VM)

ORDER AND FINAL JUDGMENT
ON SETTLEMENT AGREEMENTS

Class Plaintiffs the City of Baltimore, Maryland, and the Central Bucks School District ("Plaintiffs"), individually and on behalf of the putative class in this action (the "Settlement Class" or "Class"), have entered into six separate settlement agreements ("the Settlement Agreements") with Defendants Société Générale, S.A. ("Soc Gen"), Natixis Funding Corp., f/k/a IXIS Funding Corp., and before that, f/k/a CDC Funding Corp. ("Natixis"), Piper Jaffray & Co. ("Piper"), George K. Baum & Company ("GK Baum"), National Westminster Bank plc ("Nat West"), and UBS AG ("UBS") ("the Settling Defendants").

On February 26, 2016, the Court entered an Order granting preliminary approval of the proposed settlements (Dkt. No. 1996). Among other things, the Preliminary Approval Order authorized Class Plaintiffs to disseminate notice of the settlement, the fairness hearing, and related matters to the Class. Notice was provided to the Class pursuant to the Preliminary Approval Order.

Each Settling Defendant served an initial Class Action Fairness Act ("CAFA") Notice required by 28 U.S.C. § 1715(b) within ten days after the filing of the Motion for Preliminary Approval of the Settlement, and then served a supplemental CAFA Notice on or around March 18, 2016.

The Court held a fairness hearing on July 8, 2016.

Having considered Class Plaintiffs' Motion for Final Approval of Proposed Settlement with the Settling Defendants, oral argument presented at the fairness hearing, and the complete record and files in this matter,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED:

1. This Court has jurisdiction over the subject matter of this litigation.
2. The Court fully and finally approves each Settlement Agreement and all terms therein. Nothing herein is intended to modify any term in any Settlement Agreement or enlarge any right of Class Plaintiffs or the Releasers.
3. Terms capitalized in this Order and Final Judgment have the same meanings as those used in the respective Settlement Agreements. Insofar as different Settlement Agreements define the same terms differently, the definitions used in each Settlement Agreement will control as to the respective Settling Defendant.
4. The Preliminary Approval Order outlined the form and manner by which the Class Plaintiffs would provide the Class with notice of the settlement, the fairness hearing, and related matters. The notice program included individual notice to members of the Class who could be identified through reasonable efforts, as well as the publication of a summary notice in several trade publications and by other means. Proof that mailing and publication complied with the Preliminary Approval Order has been filed with the Court. This notice program fully complied with Fed. R. Civ. P. 23 and the requirements of due process. It provided due and adequate notice to the Class.
5. The settlements were attained following an extensive investigation of the facts. They resulted from vigorous arm's-length negotiations, which were undertaken in good faith by counsel with significant experience litigating antitrust class actions.
6. By order of this Court dated February 26, 2016 (Dkt. No. 1996), pursuant to Fed. R. Civ. P. 23 and in light of the proposed settlement, the Court certified classes for settlement purposes.

7. Final approval of Class Plaintiffs' settlements with the Settling Defendants is hereby granted pursuant to Fed. R. Civ. P. 23(e), because it is "fair, reasonable, and adequate" to the Class. In reaching this conclusion, the Court considered the complexity, expense, and likely duration of the litigation, the Class's reaction to the settlement, and the result achieved.

8. The entities identified on Exhibit 1 hereto have timely and validly requested exclusion from one or more Settlements Agreements and, therefore, are excluded from the Settlement Agreements indicated therein. Such entities are not included in or bound by this Order and Final Judgment as to the particular Settlement Agreements from which they have excluded themselves. Such entities are not entitled to any recovery from the settlement proceeds obtained through the Settlement Agreements from which they have excluded themselves.

9. Pursuant to this Order and Final Judgment, all Released Claims released by the Releasers as to the Releasees, including without limitation all claims asserted by Class Plaintiffs against the Settling Defendants in this Litigation, are hereby dismissed with prejudice and without an award of costs.

10. Releasees are discharged and released from all Released Claims by all Releasers, who hereby permanently fully, finally, and forever release, relinquish, and discharge, and (regardless of whether they seek or obtain any distribution from any Settlement Fund) will covenant not to sue, and will be barred and enjoined from instituting, commencing, or prosecuting any such Released Claim against the Releasees and as otherwise provided in each Settlement Agreement.

11. The Escrow Accounts established by Class Plaintiffs' Co-Lead Counsel, and into which the respective Settling Defendants have deposited or will deposit the Settlement Amounts,

plus any interest accrued on such deposits, are approved as Qualified Settlement Funds pursuant to Internal Revenue Code Section 4688 and the Treasury Regulations promulgated thereunder.

12. Neither the Settlement Agreements, nor any act performed or document executed pursuant to the Settlement Agreements, may be deemed or used as an admission of wrongdoing or liability, or as proof of the validity or amount of a disputed claim in any civil, criminal, administrative, or other proceeding in any federal or state jurisdiction.


13. Without affecting the finality of this Order and Final Judgment, the Court retains exclusive jurisdiction over: (a) the enforcement of this Order and Final Judgment; (b) the enforcement of the Settlement Agreements (except as otherwise provided therein); (c) any application for attorneys' fees and reimbursement made by Plaintiffs' Counsel from the Settlement Funds; (d) any application for notice and administration costs, taxes and tax expenses fees from the Settlement Funds; (e) any application for incentive awards for the Class Plaintiffs from the Settlement Funds; and (f) the distribution of the net settlement proceeds to the Class Members.

14. Pursuant to Fed. R. Civ. P. 54, the Court hereby directs the entry of judgment dismissing with prejudice all claims of the Class Plaintiffs as to the Settling Defendants.

15. This Order shall become effective immediately.

IT IS SO ORDERED.

Dated: 8 July, 2016



HON. VICTOR MARRERO
UNITED STATES DISTRICT JUDGE

EXHIBIT 1

MUNICIPAL DERIVATIVES EXCLUSIONS RECEIVED

Name	GK Baum	Natixis	NatWest	Piper Jaffray	SocGen	UBS
1 Lafe City Hall	x	x	x	x	x	x
2 City of Mustang, Oklahoma	x	x	x	x	x	x
3 Tina-Avalon R-II Public School	x	x	x	x	x	x
4 City of Stockton	x	x	x	x	x	x
5 County of Alameda	x	x	x	x	x	x
6 East Bay Delta Housing & Finance Authority	x	x	x	x	x	x
7 City of Los Angeles	x	x	x	x	x	x
8 Municipal Improvement Corporation of Los Angeles	x	x	x	x	x	x
9 City of Los Angeles Community Facilities District No. 4 (Raya Vista - Phase I)	x	x	x	x	x	x
10 Los Angeles World Airports	x		x		x	
11 City of Richmond	x	x	x	x	x	x
12 Richmond Joint Powers Financing Authority	x	x	x	x	x	x
13 Richmond Community Redevelopment Agency	x	x	x	x	x	x
14 Richmond Redevelopment Agency	x	x	x	x	x	x
15 City of Riverside	x	x	x	x	x	x
16 The City of Riverside as Successor Agency to the Former Redevelopment Agency of the City of Riverside	x	x	x	x	x	x
17 Riverside Public Financing Authority	x	x	x	x	x	x
18 City of San Jose	x	x	x	x	x	x
19 San Jose Redevelopment Agency	x	x	x	x	x	x
20 City of San Jose Financing Authority	x	x	x	x	x	x
21 Contra Costa County	x	x	x	x	x	x
22 County of Contra Costa Public Financing Authority	x	x	x	x	x	x
23 Contra Costa County Public Facilities Corporation	x	x	x	x	x	x
24 County of San Diego	x	x	x	x	x	x
25 Office of County Counsel, County of San Diego	x	x	x	x	x	x
26 San Diego County Capital Asset Leasing Corporation	x	x	x	x	x	x
27 San Diego Unified School District	x	x	x	x	x	x
28 San Diego Community College District	x	x	x	x	x	x
29 Poway Unified School District	x	x	x	x	x	x
30 Grossmont-Cuyamaca Community College District	x	x	x	x	x	x
31 County of San Mateo	x	x	x	x	x	
32 San Mateo County Joint Powers Financing Authority	x	x	x	x	x	
33 San Mateo County Flood Control District	x	x	x	x	x	
34 East Bay Municipal Utility District	x	x	x	x	x	x
35 Active Retirement Community, Inc., d/b/a Jefferson's Ferry	x	x	x	x	x	x
36 Kendal on Hudson	x	x	x	x	x	x
37 Los Angeles Unified School District	x	x	x	x	x	
38 Los Angeles Unified School District Financing Corporation	x	x	x	x	x	
39 Office of Community Investment and Infrastructure (fka Redevelopment Agency of the City and County of San Francisco)	x	x	x	x	x	x
40 Peconic Landing at Southold, Inc.	x	x	x	x	x	x
41 Redwood City	x	x	x	x	x	x
42 Redevelopment Agency of the City of Redwood City	x	x	x	x	x	x
43 City of Redwood City Public Financing Authority	x	x	x	x	x	x
44 Sacramento Municipal Utility District	x	x	x	x	x	x
45 Sacramento Municipal Utility District Financing Authority	x	x	x	x	x	x
46 Central Valley Financing Authority	x	x	x	x	x	x
47 Northern California Gas Authority No. 1	x	x	x	x	x	x
48 Sacramento Power Authority	x	x	x	x	x	x
49 Sacramento Cogeneration Authority	x	x	x	x	x	x
50 Sacramento Suburban Water District	x	x	x	x	x	x
51 County of Tulare	x	x	x	x	x	x
52 Tulare Public Facilities Corporation	x	x	x	x	x	x
53 Tulare County Redevelopment Agency	x	x	x	x	x	x
54 Village of Winneconne	x					
55 Fresno County Financing Authority		x	x	x	x	x
56 City of Fresno		x	x	x	x	x
57 County of Fresno California		x	x	x	x	x
58 City of Tallmadge	x	x	x	x	x	x
59 City of Texarkana, Arkansas	x	x	x	x	x	x
60 Utah Housing Corporation		x				
61 Utah Housing Finance Agency		x				
62 Lincoln University	x	x	x	x	x	x
63 Saint Luke's Health System	x	x	x	x	x	x
64 Saint Luke's Hospital of Kansas City	x	x	x	x	x	x
65 Saint Luke's South Hospital, Inc.	x	x	x	x	x	x
66 Saint Luke's Northland Hospital Corporation d/b/a Saint Luke's North Hospital	x	x	x	x	x	x
67 Saint Luke's East Hospital	x	x	x	x	x	x
68 Crittenton d/b/a Crittenton Children's Center	x	x	x	x	x	x
69 Saint Luke's Hospital of Trenton d/b/a Wright Memorial Hospital	x	x	x	x	x	x
70 Saint Luke's Hospital of Garnett, Inc. d/b/a Anderson County Hospital	x	x	x	x	x	x
71 Saint Luke's Cushing Hospital, Inc.	x	x	x	x	x	x
72 Saint Luke's Hospital of Chillicothe d/b/a Hedrick Medical Center	x	x	x	x	x	x

Name	GK Baum	Natixis	NatWest	Piper Jaffray	SocGen	UBS
73 Saint Luke's Physician Specialists, LLC	x	x	x	x	x	x
74 Saint Luke's Medical Group	x	x	x	x	x	x
75 SLOC, Inc. d/b/a Saint Luke's Cardiovascular Consultants	x	x	x	x	x	x
76 Midwest Ear Institute, Inc.	x	x	x	x	x	x
77 Medical Plaza Imaging Associates, LLC	x	x	x	x	x	x
78 Saint Luke's Hospice of Leavenworth, LLC	x	x	x	x	x	x
79 Saint Luke's Health System Home Care and Hospice	x	x	x	x	x	x
80 Saint Luke's Care	x	x	x	x	x	x
81 Saint Luke's College of Health Sciences	x	x	x	x	x	x
82 Saint Luke's Health System Risk Retention Group	x	x	x	x	x	x
83 Medical Plaza Management, Inc.	x	x	x	x	x	x
84 Saint Luke's Health Ventures, Inc.	x	x	x	x	x	x
85 Venture Financial Services, Inc.	x	x	x	x	x	x
86 Medical Plaza Partners, LP	x	x	x	x	x	x
87 Saint Luke's Neighborhood Clinics, LLC d/b/a Saint Luke's Convenient Care	x	x	x	x	x	x
88 City of Oakland	x	x	x	x	x	x
89 Long Island Power Authority						x
90 Long Island Lighting Company d/b/a LIPA						x
91 Long Island Lighting Company d/b/a Power Supply Long Island						x
92 City of Holts Summit	x	x	x	x	x	x
93 Public Financing Authority of the City of Stockton	x	x	x	x	x	x
94 Redevelopment Agency of the City of Stockton	x	x	x	x	x	x